

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-____ (____)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

FINAL ORDER UNDER 11 U.S.C. §§ 327(e) AND  
1107(a) AUTHORIZING EMPLOYMENT AND RETENTION OF  
O'MELVENY & MYERS LLP AS SPECIAL LABOR COUNSEL TO DEBTORS

("O'MELVENY & MYERS RETENTION ORDER")

Upon the application, dated October 8, 2005 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(a) and Fed. R. Bankr. P. 2014 and 2016 authorizing the employment and retention of O'Melveny & Myers LLP ("O'Melveny") as special labor counsel to the Debtors; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005, and on the Affidavit of Tom A. Jerman in support of the Application (the "Jerman Affidavit"); and this Court being satisfied with the representations made in the Application and the Jerman Affidavit that O'Melveny does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which O'Melveny is to be employed, and that O'Melveny's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and

upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED on a final basis.
2. The Debtors' employment of O'Melveny as their special labor counsel, to perform the services set forth in the Application and the engagement letter attached hereto as Exhibit 1, is approved under sections 327(e) and 1107(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), effective as of the date of the Application.
3. All compensation to be paid by the Debtors to O'Melveny, including any discretionary payments or success fees, shall be paid in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the Southern District of New York, guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
October ●, 2005

---

UNITED STATES BANKRUPTCY JUDGE